

RECORDATION NO. 25155-H FILED

AUG 19 '04 11-22 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 19, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Equipment Lease Agreement and Supplement No. 1 (TRLIV 2004-1B), dated as of August 19, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale which is being filed with the Board under Recordation Number _____-F.

The names and addresses of the parties to the enclosed document are:

Lessor: TRLIV 2004-1B Railcar Statutory Trust
c/o U.S. Bank Trust National Association
225 Asylum Street
23rd Floor
Hartford, Connecticut 06103

Lessee: Trinity Rail Leasing IV L.P.
2525 Stemmons Freeway
Dallas, Texas 75207

Mr. Vernon A. Williams
August 19, 2004
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A description of the railroad equipment covered by the enclosed document
is:

AMTX 10066 – AMTX 10260
CEMX 11312 – CEMX 11550
COEX 10066 – COEX 10130
TILX 16317 – TILX 16354
TILX 20127 – TILX 20143
TILX 32277 – TILX 32304
TILX 35201 – TILX 35400
TILX 100425 – TILX 100474
TILX 150510 – TILX 150882
TILX 190422 – TILX 190996
TILX 250534 – TILX 250582
TILX 290405 – TILX 290492
TILX 302327 – TILX 302579
TILX 400636 – TILX 400666
TILX 635384 – TILX 636172
TIMX 201178 – TIMX 201179

A short summary of the document to appear in the index is:

Memorandum of Equipment Lease Agreement and Supplement No. 1
(TRLIV 2004-1B).

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosure

AUG 19 '04 11-22 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT AND SUPPLEMENT NO. 1
(TRLIV 2004-1B)

This Memorandum of Equipment Lease Agreement and Supplement No. 1 is made and entered by and between TRLIV 2004-1B Railcar Statutory Trust (hereinafter referred to as "Lessor") and Trinity Rail Leasing IV L.P. (hereinafter referred to as "Lessee"), respecting that certain Equipment Lease Agreement (TRLIV 2004-1B), dated as of August 19, 2004, between Lessor and Lessee (as supplemented, the "Equipment Lease") and that certain Equipment Lease Supplement No. 1 (TRLIV 2004-1B), dated as of August 19, 2004, between Lessor and Lessee (the "Equipment Lease Supplement").

Pursuant to the provisions of the Equipment Lease and the Equipment Lease Supplement, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of Annex A to the Equipment Lease.
2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Equipment Lease Agreement and Supplement No. 1 is not a summary of the Equipment Lease and the Equipment Lease Supplement nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Equipment Lease Agreement and Supplement No. 1 and the provisions of the Equipment Lease and the Equipment Lease Supplement, the provisions of the Equipment Lease and the Equipment Lease Supplement shall control.
3. This Memorandum of Equipment Lease Agreement and Supplement No. 1 is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Equipment Lease Agreement and Supplement No 1 to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of August 19, 2004.

LESSOR:

TRLIV 2004-1B RAILCAR STATUTORY TRUST

By: U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee

By: 

Name: EARL W. DENNISON JR.

Title: VICE PRESIDENT

LESSEE:

TRINITY RAIL LEASING IV L.P.

By: TILX GP IV, LLC, its General Partner

By: _____

Name: Eric Marchetto

Title: Vice President

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Equipment Lease Agreement and Supplement No 1 to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of August 19, 2004.

LESSOR:

TRLIV 2004-1B RAILCAR STATUTORY
TRUST

By: U.S. Bank Trust National
Association, not in its individual
capacity, but solely as Owner Trustee

By: _____

Name: _____

Title: _____

LESSEE:

TRINITY RAIL LEASING IV L.P.

By: TILX GP IV, LLC, its General
Partner

By:  _____

Name: Eric Marchetto

Title: Vice President

STATE OF MASSACHUSETTS
COUNTY OF SUFFOLK

SS:

On this 16th day of August, 2004, before me personally appeared EARL W. DENNISON JR., to me personally known, who being duly sworn, stated that he/she is VICE PRESIDENT of U.S. Bank Trust National Association, that said instrument was signed on behalf of said corporation, not in its individual capacity, but solely as trustee on behalf of the TRLIV 2004-1B Railcar Statutory Trust by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Maria F. Agullo
Notary Public

My Commission Expires:

9-9-05

STATE OF IL)
COUNTY OF COOK)

SS:

On this 19th day of August, 2004, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he is Vice President of TILX GP IV, LLC, the General Partner of Trinity Rail Leasing IV L.P., that said instrument was signed on behalf of said limited partnership by said limited liability company as general partner of Trinity Rail Leasing IV L.P. by authority of its manager(s), and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited partnership and limited liability company.

Michelle Kalluck
Notary Public

My Commission Expires:

9.27.05



Exhibit A

Participation Agreement - Pool B Description of Equipment and Designation of Functional Groups

Car Marks	Functional Group	Number of Units
TILX 32291-32299, 32301	Cement	10
TILX 32277, 32280, 32282-32283, 32285-32286, 32300, 32302-32304	Cement	10
TILX 636158-636172	Grain	15
TILX 635413-635415, 635422-635423	Grain	5
TILX 635384, 635387-635389, 635396-635397	Grain	6
TILX 635424, 635428, 635444, 635454-635456, 635460	Grain	7
TILX 636103-636142	Grain	40
TILX 636040-636062	Grain	23
TILX 150833-150882	Tankcar Non-Pressure	50
TILX 150585-150609	Tankcar Non-Pressure	25
TILX 150510-150559	Tankcar Non-Pressure	50
TILX 150667-150722	Tankcar Non-Pressure	56
TILX 150753-150782	Tankcar Non-Pressure	30
TILX 16317-16354	Tankcar Non-Pressure	38
TILX 290418-290422	Tankcar Non-Pressure	5
TILX 302327-302354	Tankcar Pressure	28
TILX 302380-302404	Tankcar Pressure	25
TILX 100425-100474	Tankcar Non-Pressure	50
TILX 302464-302466, 302544-302554	Tankcar Pressure	14
TILX 302498-302522	Tankcar Pressure	25
TILX 302429-302452, 302454	Tankcar Pressure	25
TILX 20127-20143	Tankcar Pressure	17
TILX 400636	Tankcar Pressure	1
TILX 190523-190585	Tankcar Non-Pressure	63
TILX 190718-190729, 190746, 190749, 190754-190755, 190757-190759, 190761-190763, 190768, 190770, 190773-190776, 190778, 190785, 190787, 190793-190821	Tankcar Non-Pressure	60
TILX 290428-290432	Tankcar Non-Pressure	5
TILX 290448-290462	Tankcar Non-Pressure	15
TILX 190422-190426, 190429, 190432-190434, 190439	Tankcar Non-Pressure	10
TILX 290405-290407	Tankcar Non-Pressure	3
TILX 290478-290492	Tankcar Non-Pressure	15
TILX 270044-270047	Tankcar Non-Pressure	4
TILX 35201-35400	Mill-Gon	200
CEMX 11312-11322, 11350-11375	Cement	37
TIMX 201178-201179	Tankcar Pressure	2
AMTX 10066-10130	Coal	65
AMTX 10196-10260	Coal	65
COEH 10066-10130	Coal	65
TILX 302568-302579	Tankcar Pressure	12
TILX 190873-190901, 190937-190971	Tankcar Non-Pressure	64

Exhibit A

Participation Agreement - Pool B
Description of Equipment and Designation of Functional Groups

Car Marks	Functional Group	Number of Units
TILX 400649-400651, 400655, 400657, 400659-400666	Tankcar Pressure	13
TILX 190831-190843	Tankcar Non-Pressure	13
TILX 250571-250582	Tankcar Non-Pressure	12
CEMX 11538-11550	Cement	13
CEMX 11413-11450	Cement	38
CEMX 11488-11525	Cement	38
TILX 250534-250570	Tankcar Non-Pressure	37
TILX 190985-190996	Tankcar Non-Pressure	12
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CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 18, 2004

Edward M. Luria
Edward M. Luria